

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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OMNIBUS ORDER GRANTING SECOND INTERIM APPLICATIONS  
OF CERTAIN PROFESSIONALS FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
(FEBRUARY 1, 2006 THROUGH MAY 31, 2006)

("SECOND INTERIM FEE APPLICATIONS ORDER")

Upon the second interim applications of certain professionals listed on Exhibit A (collectively, the "Professionals") for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred by the Professionals (collectively, the "Second Interim Fee Applications"); and the Court having previously appointed a Joint Fee Review Committee and established a protocol regarding the Joint Fee Review Committee, its composition, mandate, and procedures in accordance with the Fee Committee and Fee Procedures Protocol approved pursuant to the Third Supplemental Order Under U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 3630)<sup>1</sup>; and the Joint Fee Review Committee having (i) reviewed the Second Interim Fee Applications and the respective supporting documentation together with its retained fee auditor (which issued preliminary audit reports to each of the Professionals with

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<sup>1</sup> The Court entered its initial Interim Compensation Order at Docket No. 869 and has entered Supplemental Interim Compensation Orders at Docket Nos. 2747, 2986, 3630, 4545, 5310, and 6145.

respect to each of the Second Interim Fee Applications) and (ii) met or discussed with the Professionals the amounts requested by each Professional and the appropriateness of certain of the fees and expenses requested; and the amounts requested by certain of the Professionals having been reduced or deferred with the consent of each such Professional on account of issues or positions asserted by the Joint Fee Review Committee; and it appearing that proper and adequate notice of the Second Interim Fee Applications has been given and that no other or further notice is necessary; and upon the record of the hearing held on June 26, 2007 to consider the Second Interim Fee Applications including the affirmative recommendation of the Joint Fee Review Committee that the Second Interim Fee Applications filed by the Professionals listed on Exhibit A hereto should be approved to the extent set forth in Exhibit A attached hereto; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Second Interim Fee Applications filed by the Professionals listed on Exhibit A are GRANTED to the extent set forth in Exhibit A attached hereto.

Dated: New York, New York  
June 27, 2007

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE